

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>HELEEN MARK L</u>  (Last) (First) (Middle) <u>123 JUSTISON STREET</u> <u>SUITE 300</u>  (Street) <u>WILMINGTON DE</u> <u>19801</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NAVIENT CORP [ NAVI ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>06/10/2017</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; Chief Legal Officer</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/10/2017		F		1,657 <sup>(1)</sup>	D	\$15.26	138,055.4035 <sup>(2)(3)(4)</sup>	D	
Common Stock								6,478.345 <sup>(5)</sup>	I	By 401(k)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. As previously reported, on June 10, 2014, the reporting person was granted 9,920 restricted stock units ("RSUs") under the Navient Corporation 2014 Omnibus Incentive Plan representing the right to receive shares of Navient common stock in the future, which vest in one-third increments on each of the first, second and third anniversaries of the grant. On June 10, 2017, 3,307 shares of such RSUs were settled and an additional 468,4351 shares were issued to the reporting person upon the vesting of the related dividend equivalent rights. In connection with this settlement, 1,657 shares were withheld by Navient (as approved by the Navient Compensation and Personnel Committee) to satisfy the reporting person's tax withholding obligations.
2. The reporting person's common stock balance includes 544 shares acquired under the Navient Corporation Employee Stock Purchase Plan.
3. Dividend equivalent rights issued on unvested RSUs and PSUs are included in the reporting person's common stock holding balance.
4. Also reflects the disposition of 0.4351 shares settled in cash upon the delivery of the related dividend equivalent rights, in accordance with the terms of the 2014 Navient Corporation Omnibus Incentive Plan.
5. Between February 20, 2017, and June 12, 2017 the reporting person acquired 73.1437 share equivalents of Navient common stock under the Navient 401(k) Savings Plan. The information in this report is based on the reporting person's actual account balance as of June 12, 2017.

/s/ Kurt T. Slawson (POA) for 06/13/2017  
Mark L. Heleen

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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